

# **EXHIBIT 20**

Modification Summary Report**Contract (PO) Number:** 16396**Modification Revision Number:** 2**Specification Number:** 57755**Name of Contractor:** REDFLEX TRAFFIC SYSTEMS INC.**City Department:** CHICAGO DEPARTMENT OF TRANSPORTATION**Title of Contract:** DIGITAL AUTOMATED RED LIGHT ENFORCEMENT  
PROGRAM [DARLEP] INSTALLATION,  
MAINTENANCE & OPERATIONAL SUPPORT

<u>Mod Req Number</u>	<u>Mod Reason</u>	<u>Description</u>
80309		SIX MONTHS TIME EXTENSION FOR REDFLEX TRAFFIC SYSTEMS INC. - DIGITAL AUTOMATED RED LIGHT ENFORCEMENT PROGRAM [DARLEP] INSTALLATION, MAINTENANCE & OPERATIONAL SUPPORT & VENDOR LIMIT INCREASE FOR \$6,100,000.00 - PO NO. 16396 - SPEC. NO. 57755

**Term of Contract: Start Date:** 2/1/2008**End Date:** 1/31/2014**Procurement Services Contact Person:** JOSEPH CHAN*Please refer to the DPS website for Contact information under "Doing Business With The City".***Vendor Number:** 50065408**Submission Date:**

8.9.13

Specification No. 57755  
Contract (P.O.) No. 16396 ("Agreement")  
Amendment No. 2  
Vendor No. 50065408A  
Mod Requisition No. 80309

## AMENDMENT NO. 2

This amendment ("**Amendment**") is made and entered into effective as of the 31<sup>st</sup> day of July, 2013 by and between the CITY OF CHICAGO ("**City**"), a municipal corporation and home rule unit of local government existing under the Constitution of the State of Illinois, acting through its Chicago Department of Transportation ("**Department**"), at Chicago, Illinois, and Redflex Traffic Systems, Inc., ("**Contractor**"), an Delaware corporation with its principal place of business at 23751 N. 23<sup>rd</sup> Avenue, Suite 150, Phoenix, Arizona 85085.

Whereas, the City and Contractor have heretofore entered into an agreement for "Digital Automated Red Light Enforcement Program" for the City of Chicago Department of Transportation (hereinafter referred to as the "Agreement") whereby Contractor provides certain equipment delivery, installation, maintenance, and operation services described in the Agreement ("Services") therein set forth for the City; and

The parties agree as follows:

## **TERMS AND CONDITIONS**

**1. Amendment 1, Section 3 referencing the Agreement Article 6 Term of Agreement, Section 6.1, Term of Agreement** is amended pursuant to Sections 6.3 and Section 13.4 of the Agreement, the term shall be extended to January 31, 2014 (the "Extended Term").

**2. Amendment 1, Section 5 referencing the Agreement Article 7, Contractor Compensation, Section 7.2, Funding**, is deleted in its entirety and replaced with the following:

### **"7.2 Funding**

The source of funds for payment made pursuant to this Agreement is Fund number 007-0100-058-4140-0162-220162 and 012-0400-084-2015-0140-220140 or any other funds appropriated. The maximum funding increase from fund number 013-0400-084-2015-0140-220140 is \$6,100,000.00 under this Amendment. Payments under this Agreement must not exceed \$70,500,000.00 without a written amendment in accordance with Section 9.3. Funding for this Agreement is subject to the availability of funds and their appropriation by the City Council of the City.

**3. Amendment 1, Section 10 referencing the Agreement Article 10, Compliance with All Laws, Section 10.12, Chicago "Living Wage" Ordinance, Subsection (c)** is deleted in its entirety and replaced with the following:

"(c) As of July 1, 2007 the Base Wage was \$10.33 per hour. As of July 1, 2008 the Base Wage was \$10.60 per hour. As of July 1, 2009, the Base Wage was \$11.03 per hour. As of July 1, 2010, the Base Wage was \$11.03 per hour. As of July 1, 2011, the Base Wage was \$11.18 per hour. As of July 1, 2012, the Base Wage was \$11.53 per hour. As of July 1, 2013, the Base Wage is \$11.78 per hour and each July 1 thereafter, the Base Wage will be adjusted using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. The currently applicable Base Wage is available from the Department of Procurement Services. At all times during the term of this Agreement, Contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for Services done under this Agreement, and the prevailing wages for Covered Employees are higher than the Base Wage, then Contractor and all other Performing Parties must pay the prevailing wage rates."

**4. Acknowledgement.** Contractor has executed Special Conditions Regarding Minority and Women Business Enterprise Commitment Schedules C-1 and D-1, an online Economic Disclosure Statement and Affidavit (EDS) Certificate of Filing and provided an Insurance Certificate, copies of which are attached to this Amendment as Exhibit 1, Exhibit 2, and Exhibit 3 respectively and incorporated here by reference.

The terms of the Agreement remain in full force and effect except as modified in this Amendment.

AMENDMENT SIGNATURE PAGE

Contract No.: 16396

Specification No.: 57755

Mod Requisition No.: 80309

Contractor Name: Redflex Traffic Systems, Inc.

Total Amount (Value): \$70,500,000.00

Fund Chargeable: 007-0100-058-4140-0162-220162 (\$52,000,000.00)  
012-0400-084-2015-0140-220140 (\$12,400,000.00)  
013-0400-084-2015-0140-220140 (\$6,100,000.00)

**REDFLEX TRAFFIC SYSTEMS, INC.**  
(Contractor)

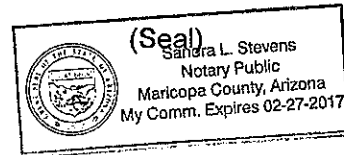
By: James A. Sanders  
Its: President & CEO

Attest: Virginia O'Malley

State of Arizona  
County of Maricopa

This instrument was acknowledged before me on this 30 day of July, 2013  
by James Sanders as President (or other authorized officer) and  
Virginia O'Malley as Secretary of Redflex Traffic (Corporation Name).

Roncha L. Stevens  
Notary Public Signature



Commission Expires: 2/27/17

**CITY OF CHICAGO**

Rahm Emanuel

Mayor [Signature] Date 7/31/13

Comptroller [Signature] Date JUL 31 2013

Chief Procurement Officer [Signature] Date [Signature]

The Chief Procurement Officer has determined, on behalf of the City of Chicago, with regard to this Contract Amendment, that the circumstances said to necessitate the change in performance were not reasonably foreseeable at the time the Agreement was signed, or that the change is germane to the original Agreement as signed, or that the change order is in the best interest of the City of Chicago and is authorized by law.

**Exhibit 1**

**Special Conditions Regarding Minority and Women Business Enterprise Commitment,  
Schedule C-1 and D-1**

## Affidavit of MBE/WBE Goal Implementation Plan

Project Name : Digital Automated Red Light Enforcement ProgramState of IllinoisCounty (City) of Cook (Chicago)

I HEREBY DECLARE AND AFFIRM that I am duly authorized representative of:

Redflex Traffic Systems

Name of Prime Contractor

and that I have personally reviewed the material and facts set forth herein describing our proposed plan to achieve the MBE/WBE goals of this contract.

All MBE/WBE firms included in this plan have been certified as such by the City of Chicago (Letters of Certification Attached).

- I. MBE or WBE Prime Contractor. If prime Contractor is a certified MBE or WBE firm, attach copy of City of Chicago Letter of Certification. (Certification of the prime Contractor as a MBE satisfies the MBE goal only. Certification of the prime Contractor as a WBE satisfies the WBE goal only.)
- II. MBEs and WBEs as Joint Venturers. If prime Contractor is a joint venture and one or more joint venture partners are certified MBEs or WBEs, attach copies of Letters of Certification and a copy of Joint Venture Agreement clearly describing the role of the MBE/WBE firm(s) and its ownership interest in the joint venture.
- III. MBE/WBE SubContractors. Complete for each MBE/WBE subconsultant/subcontractor/supplier.

1. Name of MBE/WBE: City Lights  
 Address: 9993 Virginia Ave, Chicago Ridge, IL 60415  
 Contact Person: John Candelaria Phone: 708-581-7119  
 Dollar Amount of Participation \$ 23,000 per system  
 Percent Amount of Participation: est 23.75 %
2. Name of MBE/WBE: Milhouse Engineering and Construction, Inc  
 Address: 60 E. Van Buren St. STE 1501, Chicago, IL 60605  
 Contact Person: Wilbur Milhouse Phone: 312-987-0061  
 Dollar Amount of Participation \$ 2,000 per intersection  
 Percent Amount of Participation: est .75 %
3. Name of MBE/WBE: Evergreen Supply Company  
 Address: 9901 South Torrence Ave, Chicago, IL 60617

Contact Person: Colleen Kramer Phone: 773-375-4750

Dollar Amount of Participation \$ 5,000 per system

Percent Amount of Participation: est 3.50 %

4. Name of MBE/WBE: BPS Staffing

Address: 134 N. LaSalle STE 1125, Chicago, IL 60601

Contact Person: Tamerra Buckhanan Phone: 312-920-6711

Dollar Amount of Participation \$ 17.67 per hour, per employee

Percent Amount of Participation: est 1.5 %

5. Name of MBE/WBE: We're Cleaning, Inc

Address: 2416 S. Michigan Avenue, Suite 201, Chicago, IL 60616

Contact Person: Yvonne McGinnis Phone: 312-326-4200

Dollar Amount of Participation \$ 100 per visit / cleaning

Percent Amount of Participation: est .50 %

6. Name of MBE/WBE: \_\_\_\_\_

Address: \_\_\_\_\_

Contact Person: \_\_\_\_\_ Phone: \_\_\_\_\_

Dollar Amount of Participation \$ \_\_\_\_\_

Percent Amount of Participation: \_\_\_\_\_ %

7. Name of MBE/WBE: \_\_\_\_\_

Address: \_\_\_\_\_

Contact Person: \_\_\_\_\_ Phone: \_\_\_\_\_

Dollar Amount of Participation \$ \_\_\_\_\_

Percent Amount of Participation: \_\_\_\_\_ %

8. Attach additional sheets as needed.



## IV. Summary of MBE Proposal:

MBE Firm Name	Dollar Amount of Participation	Percent Amount of participation
City Lights, Ltd	\$ DUR	est 23.75 %
Millhouse Engineering	\$ DUR	est .75 %
We're Cleaning	\$ DUR	est .50 %
	\$	%
	\$	%
Total MBE Participation:	\$ DUR	est 25.00 %

## V. Summary of WBE Proposal:

WBE Firm Name	Dollar Amount of Participation	Percent Amount of participation
Evergreen Supply	\$ DUR	est 3.50 %
BPS Staffing	\$ DUR	est 1.50 %
	\$	%
	\$	%
	\$	%
Total WBE Participation:	\$ DUR	est 5.00 %

To the best of my knowledge, information and belief, the facts and representations contained in this Schedule are true, and no material facts have been omitted.

The contractor designates the following person as their MBE/WBE Liaison Officer:

Name \_\_\_\_\_ Phone Number: \_\_\_\_\_

I do solemnly declare and affirm under penalties of perjury that the contents of the foregoing document are true and correct, and that I am authorized, on behalf of the contractor, to make this affidavit.

James A. Saunders  
Signature of Affiant (Date)

State of Arizona  
County of Maricopa

This instrument was acknowledged before me on 7/30/13 (date)  
by James A. Saunders (name /s of person/s)  
as President/CEO (type of authority, e.g., officer, trustee, etc.)  
of Radlex Traxx Systems (name of party on behalf of whom  
instrument  
was executed).



Sandra L. Stevens  
Signature of Notary Public

**SCHEDULE C-1****Letter of Intent from MBE/WBE to Perform as  
Subcontractor, Supplier and/or Consultant****Digital Automated Red**Name of Project/Contract: **Light Enforcement Program**Specification Number: **57755**From: City Lights, Ltd.

(Name of MBE/WBE Firm)

MBE: Yes ☒ No ☐WBE: Yes ☒ No ☐To: Redflex Traffic Systems, Inc.

(Name of Prime Contractor - Bidder/Proposer)

and the City of Chicago:

The undersigned intends to perform work in connection with the above projects as a:

☐ Sole Proprietor☒ Corporation☐ Partnership☐ Joint VentureThe MBE/WBE status of the undersigned is confirmed by the attached letter of Certification from the City of Chicago effective date of May 1, 2012 to May 1, 2017 for a period of five years.

The undersigned is prepared to provide the following described services or supply the following described goods in connection with the above named project/contract:

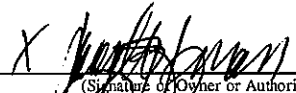
Maintenance, relocations, knockdown support and construction services as required.

The above described performance is offered for the following price and described terms of payment:

To be priced as project requires.

If more space is needed to fully describe the MBE/WBE firm's proposed scope of work and/or payment schedule, attach additional sheets.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, and will do so within (3) three working days of receipt of a signed contract from the City of Chicago.

  
(Signature of Owner or Authorized Agent)Jacqueline Hoffman/President

Name /Title (Print)

July 25, 2013

Date

773-626-9162

Phone



**DEPARTMENT OF PROCUREMENT SERVICES**  
**MAY 11 2012**  
**CITY OF CHICAGO**

Jacqueline Hoffman  
City Lights, Ltd.  
9993 Virginia Ave.  
Chicago Ridge, Illinois 60415

**Annual Certificate Expires: May 1, 2013**

Dear Ms. Hoffman:

We are pleased to inform you that City Lights, Ltd. has been certified as a Minority Business Enterprise (MBE)/Women Business Enterprise (WBE) by the City of Chicago. This MBE/WBE certification is valid until May 1, 2017; however your firm must be re-validated annually.

As a condition of continued certification during this five year period, you must file an annual No-Change Affidavit. Your firm's **No Change Affidavit is due by May 1, 2013**. Please remember, you have an affirmative duty to file your No-Change Affidavit 60 days prior to the date of expiration. Therefore, you must file your **No-Change Affidavit by March 1, 2013**.

It is important to note that you also have an ongoing affirmative duty to notify the City of Chicago of any changes in ownership or control of your firm, or any other fact affecting your firm's eligibility for certification within **10 days** of such change. These changes may include but are not limited to a change of address, change of business structure, change in ownership or ownership structure, change of business operations, and/or gross receipts that exceed the program threshold.

Please note -- you shall be deemed to have had your certification lapse and will be ineligible to participate as a MBE/WBE if you fail to:

- file your No Change Affidavit within the required time period;
- provide financial or other records requested pursuant to an audit within the required time period; or
- notify the City of any changes affecting your firm's certification within 10 days of such change.

Page 2 of 2  
City Lights, Ltd.

Further, if you or your firm is found to be involved in certification, bidding and/or contractual fraud or abuse, the City will pursue decertification and debarment. And in addition to any other penalty imposed by law, any person who knowingly obtains, or knowingly assists another in obtaining, a contract with the city by falsely representing that the individual or entity, or the individual or entity assisted, is a minority-owned business or a woman-owned business, is guilty of a misdemeanor, punishable by incarceration in the county jail for a period not to exceed six months or a fine of not less than \$5,000.00 and not more than \$10,000, or both.

Your firm's name will be listed in the City's Directory of Minority and Women-Owned Business Enterprises in the specialty area(s) of:

**NAICS – 237310 – Highway, Street and Bridge Construction**

**NAICS – 237130 – Power and Communication Line Related Structures**

Your firm's participation on City contracts will be credited only toward Minority Owned Business Enterprise (MBE)/Women Business Enterprise (WBE) goals in your area(s) of specialty. While your participation on City contracts is not limited to your specialty, credit toward goals will be given only for work done in the specialty category.

Thank you for your continued interest in the City's Minority and Women-Owned Business Enterprise (MBE/WBE) Program.

Sincerely,



Jamie L. Rhee  
Chief Procurement Officer

## Letter of Intent from MBE/WBE to Perform as Subcontractor, Supplier and/or Consultant

Name of Project/Contract: Digital Automated Red Light Enforcement Program  
Specification Number: 57755

From: Milhouse Engineering and Construction, Inc  
(Name of MBE/WBE Firm)

MBE: Yes ☒ No ☐  
WBE: Yes ☐ No ☐

To: Redflex Traffic Systems, Inc and the City of  
Chicago:  
(Name of Prime Contractor - Bidder/Proposer)

The undersigned intends to perform work in connection with the above projects as a:

☐ Sole Proprietor ☒ Corporation  
☐ Partnership ☐ Joint Venture

The MBE/WBE status of the undersigned is confirmed by the attached letter of Certification from the City of Chicago effective date of \_\_\_\_\_ to \_\_\_\_\_ for a period of five years.

The undersigned is prepared to provide the following described services or supply the following described goods in connection with the above named project/contract:

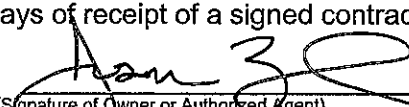
1. Drafting work on camera intersection installations and relocations
2. Survey / traffic analysis as needed

The above described performance is offered for the following price and described terms of payment:

1. Lump sum amount of \$2,000 per intersection
2. Priced per request

If more space is needed to fully describe the MBE/WBE firm's proposed scope of work and/or payment schedule, attach additional sheets.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, and will do so within (3) three working days of receipt of a signed contract from the City of Chicago.

  
(Signature of Owner or Authorized Agent)

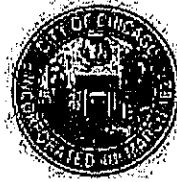
Joseph Zurad / Vice President of Engineering  
Name / Title (Print)

July 30, 2013

Date

312-987-0061

Phone



DEPARTMENT OF PROCUREMENT SERVICES  
CITY OF CHICAGO

July 11, 2013

Wilbur Milhouse III  
Milhouse Engineering and Construction, Inc.  
60 East Van Buren Street Suite 1501  
Chicago, IL 60605

Email: [wmilhouse@milhouseinc.com](mailto:wmilhouse@milhouseinc.com)

Dear Mr. Milhouse,

This letter is to inform you that the City of Chicago has extended your status as **Minority Business Enterprise (MBE)** until **October 1, 2013**. We are providing this Extension to allow enough time to provide any additional documentation that your application may be missing and for our office to complete our review of all of the submitted documents.

~~This extension does not guarantee eligibility in the program but will act as a courtesy extension until we receive all of the required documentation and complete a review of that documentation.~~

Please present this letter and copy of your last certification letter as evidence of your certification to be included with bid document submittals as needed.

If you have any questions, please feel free to contact our office at (312) 744-1929.

Sincerely,

  
George Coleman Jr.  
Deputy Procurement Officer

GC/at

**Letter of Intent from MBE/WBE to Perform  
as Subcontractor, Supplier and/or Consultant**

Name of Project/Contract: Red Light Program  
Specification Number: \_\_\_\_\_

From: Evergreen Supply Co  
(Name of MBE/WBE Firm)

MBE: Yes \_\_\_\_\_ No x  
WBE: Yes x No \_\_\_\_\_

To: Redflex Traffic Systems, Inc and the City of  
Chicago:  
(Name of Prime Contractor - Bidder/Proposer)

The undersigned intends to perform work in connection with the above projects as a:

\_\_\_\_\_ Sole Proprietor  
\_\_\_\_\_ Partnership  
\_\_\_\_\_ x Corporation  
\_\_\_\_\_ Joint Venture

The MBE/WBE status of the undersigned is confirmed by the attached letter of Certification from the City of Chicago effective date of Feb. 27, 2013 to Feb. 2014 for a period of five years.

The undersigned is prepared to provide the following described services or supply the following described goods in connection with the above named project/contract:

Electrical equipment and construction Supplies

The above described performance is offered for the following price and described terms of payment:

\$5,000 per system Constructed

If more space is needed to fully describe the MBE/WBE firm's proposed scope of work and/or payment schedule, attach additional sheets.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, and will do so within (3) three working days of receipt of a signed contract from the City of Chicago.

Colleen Kramer  
(Signature of Owner or Authorized Agent)

Colleen Kramer, President  
Name / Title (Print)

7-25-13  
Date

773-375-4750  
Phone



DEPARTMENT OF PROCUREMENT SERVICES  
CITY OF CHICAGO

FEB 27 2013

Ms. Colleen Kramer  
Evergreen Supply Co.  
9901 S. Torrence Avenue  
Chicago, IL 60617

**Annual Certificate Expires February 1, 2014**

Dear Ms. Kramer:

We are pleased to inform you that Evergreen Supply Co. has been recertified as a **Woman-Owned Business Enterprise (WBE)** by the City of Chicago. This certification is valid until **February 1, 2018**; however your firm must be re-validated annually.

As a condition of continued certification during this five year period, you must file an annual No-Change Affidavit. Your firm's No Change Affidavit is due by **February 1, 2014**. Please remember, you have an affirmative duty to file your No-Change Affidavit 60 days prior to the date of expiration. Therefore, you must file your No-Change Affidavit by **December 1, 2013**.

It is important to note that you also have an ongoing affirmative duty to notify the City of Chicago of any changes in ownership or control of your firm, or any other fact affecting your firm's eligibility for certification within **10 days** of such change. These changes may include but are not limited to a change of address, change of business structure, change in ownership or ownership structure, change of business operations, and/or gross receipts that exceed the program threshold.

Please note – you shall be deemed to have had your certification lapse and will be ineligible to participate as a MBE/WBE/BEPD if you fail to:



Evergreen Supply Co.  
Page 2

FEB 27 2013

- file your No Change Affidavit within the required time period;
- provide financial or other records requested pursuant to an audit within the required time period; or
- notify the City of any changes affecting your firm's certification within 10 days of such change.

*Further, if you or your firm is found to be involved in certification, bidding and/or contractual fraud or abuse, the City will pursue decertification and debarment. And in addition to any other penalty imposed by law, any person who knowingly obtains, or knowingly assists another in obtaining, a contract with the city by falsely representing that the individual or entity, or the individual or entity assisted, is a minority-owned business or a woman-owned business, is guilty of a misdemeanor, punishable by incarceration in the county jail for a period not to exceed six months or a fine of not less than \$5,000.00 and not more than \$10,000, or both.*

Your firm's name will be listed in the City's Directory of Minority Business Enterprises and Women Business Enterprises in the specialty area(s) of:

<b>NAICS 423610</b>	<b>Construction Materials, Electrical, Merchant Wholesalers</b>
<b>NAICS 423610</b>	<b>Fixtures, Electric Lighting, Merchant Wholesalers</b>
<b>NAICS 423610</b>	<b>Insulated Wire or Cable Merchant Wholesalers</b>
<b>NAICS 423690</b>	<b>Condensers, Electronic, Merchant Wholesalers</b>
<b>NAICS 423690</b>	<b>Electronic Parts (e.g., condensers, connectors, switches) Merchant Wholesalers</b>

Your firm's participation on City contracts will be credited only toward WBE goals in your area(s) of specialty. While your participation on City contracts is not limited to your specialty, credit toward goals will be given only for work done in the specialty category.

Sincerely,



Jamie L. Rhee  
Chief Procurement Officer

JR/cm

## SCHEDULE C-1

Letter of Intent from MBE/WBE to Perform  
as Subcontractor, Supplier and/or ConsultantName of Project/Contract: Digital Automated Red Light Enforcement Program  
Specification Number: 57755From: BPS Staffing, Inc.  
(Name of MBE/WBE Firm)MBE: Yes ☒ No ☐  
WBE: Yes ☒ No ☐To: Redflex and the City of Chicago:  
(Name of Prime Contractor - Bidder/Proposer)

The undersigned intends to perform work in connection with the above projects as a:

       Sole Proprietor        ☒ Corporation  
       Partnership        Joint VentureThe MBE/WBE status of the undersigned is confirmed by the attached letter of Certification from the City of Chicago effective date of 7/15/2012 to 7/15/2017 for a period of five years.

The undersigned is prepared to provide the following described services or supply the following described goods in connection with the above named project/contract:

Office personnel to assist with processing of incidents  
        
        
      

The above described performance is offered for the following price and described terms of payment:

~~\$17.67 per hour per associate and overtime scale (after 40 hours per week)~~ \$26.51  
        
      

If more space is needed to fully describe the MBE/WBE firm's proposed scope of work and/or payment schedule, attach additional sheets.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, and will do so within (3) three working days of receipt of a signed contract from the City of Chicago.

  
(Signature of Owner or Authorized Agent)Tamera Buckhanan - President  
Name/Title (Print)7/24/2013

Date

(312) 920-6710

Phone



DEPARTMENT OF PROCUREMENT SERVICES  
CITY OF CHICAGO

tambuck@bpsstaffing.com

July 24, 2013

Tamera Buckhanan  
**BPS Staffing, Inc.**  
134 N. LaSalle, Suite 1125  
Chicago, IL 60602

Dear Ms. Buckhanan:

This letter is to inform you that the City of Chicago has extended your status as a **Minority Business Enterprise (MBE) and Women Business Enterprise (WBE)** until **September 1, 2013**. We are providing this extension to allow enough time to provide any additional documentation that your application may be missing and for our office to complete our review of all of the submitted documents.

This extension does not guarantee eligibility in the program but will act as a courtesy extension until we receive all of the required documentation and complete a review of that documentation.

Please present this letter and a copy of your last certification letter as evidence of your certification to be included with bid document submittals as needed.

If you have any questions, please feel free to contact our office at (312) 744-1929.

Sincerely,

A handwritten signature in black ink, appearing to read "George Coleman", written over a horizontal line.

George Coleman  
Deputy Procurement Officer

GC:al



DEPARTMENT OF PROCUREMENT SERVICES  
CITY OF CHICAGO

AUG 22 2012

Tamera Buckhanan  
BPS Staffing, Inc.  
134 N. LaSalle  
Suite 1125  
Chicago, IL 60602

**Annual Certificate Expires: July 15, 2013**

Dear Ms. Buckhanan:

We are pleased to inform you that BPS Staffing, Inc. has been re-certified as a Minority and Woman Business Enterprise (MBE/WBE) by the City of Chicago. This MBE/WBE certification is valid until July 15, 2017; however your firms' certification must be re-validated annually.

As a condition of continued certification during this five year period, you must file an annual No-Change Affidavit. Your firm's **No Change Affidavit is due by July 15, 2013**. Please remember, you have an affirmative duty to file your No-Change Affidavit 60 days prior to the date of expiration. Therefore, you must file your **No-Change Affidavit by May 15, 2013**.

It is important to note that you also have an ongoing affirmative duty to notify the City of Chicago of any changes in ownership or control of your firm, or any other fact affecting your firm's eligibility for certification within **10 days** of such change. These changes may include but are not limited to a change of address, change of business structure, change in ownership or ownership structure, change of business operations, and/or gross receipts that exceed the program threshold.

Please note – you shall be deemed to have had your certification lapse and will be ineligible to participate as a Minority and Woman Business Enterprise (MBE/WBE) if you fail to:

- file your No Change Affidavit within the required time period;
- provide financial or other records requested pursuant to an audit within the required time period; or
- notify the City of any changes affecting your firm's certification within 10 days of such change.

Page 2 of 2  
BPS Staffing, Inc.

AUG 22 2012

Further, if you or your firm is found to be involved in certification, bidding and/or contractual fraud or abuse, the City will pursue decertification and debarment. And in addition to any other penalty imposed by law, any person who knowingly obtains, or knowingly assists another in obtaining, a contract with the city by falsely representing that the individual or entity, or the individual or entity assisted, is a minority-owned business or a woman-owned business, is guilty of a misdemeanor, punishable by incarceration in the county jail for a period not to exceed six months or a fine of not less than \$5,000.00 and not more than \$10,000, or both.

Your firm's name will be listed in the City's Directory of Minority and Women-Owned Business Enterprises in the specialty area(s) of:

**NAICS Code - 561311 - Employment Agencies**

**NAICS Code - 561320 - Temporary Employment Services**

Your firm's participation on City contracts will be credited only toward Minority or Woman owned Business Enterprise (MBE/WBE) goals in your area(s) of specialty. While your participation on City contracts is not limited to your specialty, credit toward goals will be given only for work done in the specialty category.

Thank you for your continued interest in the City's Minority and Women-Owned Business Enterprise (MBE/WBE) Program.

Sincerely,



Jamie L. Rhee  
Chief Procurement Officer

JLR/vlw

**SCHEDULE C-1**  
**Letter of Intent from MBE/WBE to Perform**  
**as Subcontractor, Supplier and/or Consultant**

Name of Project/Contract: Digital Automated Red Light Enforcement Program  
Specification Number: 57755

From: WE'RE CLEANING  
(Name of MBE/WBE Firm)

MBE: Yes ☒ No ☐  
WBE: Yes ☒ No ☐

To: REDFLEX and the City of Chicago:  
(Name of Prime Contractor - Bidder/Proposer)

The undersigned intends to perform work in connection with the above projects as a:

☐ Sole Proprietor ☒ Corporation  
☐ Partnership ☐ Joint Venture

The MBE/WBE status of the undersigned is confirmed by the attached letter of Certification from the City of Chicago effective date of OCTOBER 22, 2012 to \_\_\_\_\_ for a period of five years.

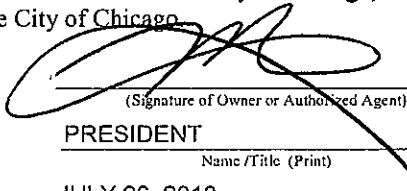
The undersigned is prepared to provide the following described services or supply the following described goods in connection with the above named project/contract:

CLEANING SERVICES  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The above described performance is offered for the following price and described terms of payment:  
NET 30  
\_\_\_\_\_  
\_\_\_\_\_

If more space is needed to fully describe the MBE/WBE firm's proposed scope of work and/or payment schedule, attach additional sheets.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, and will do so within (3) three working days of receipt of a signed contract from the City of Chicago.

  
(Signature of Owner or Authorized Agent)  
PRESIDENT  
Name /Title (Print)  
JULY 26, 2013  
Date  
312-326-4200  
Phone



OCT 22 2012 DEPARTMENT OF PROCUREMENT SERVICES  
CITY OF CHICAGO

Yvonne McGinnis  
We're Cleaning, Inc.  
4505 South Indiana Avenue  
Chicago, IL 60653

**Annual Certificate Expires: October 15, 2013**

Dear Ms. McGinnis:

We are pleased to inform you that We're Cleaning, Inc. has been re-certified as a Minority and Woman Business Enterprise (MBE/WBE) by the City of Chicago. This MBE/WBE certification is valid until October 15, 2017; however your firms' certification must be re-validated annually.

As a condition of continued certification during this five year period, you must file an annual No-Change Affidavit. Your firm's **No Change Affidavit is due by October 15, 2013**. Please remember, you have an affirmative duty to file your No-Change Affidavit 60 days prior to the date of expiration. Therefore, you must file your **No-Change Affidavit by August 15, 2013**.

It is important to note that you also have an ongoing affirmative duty to notify the City of Chicago of any changes in ownership or control of your firm, or any other fact affecting your firm's eligibility for certification within **10 days** of such change. These changes may include but are not limited to a change of address, change of business structure, change in ownership or ownership structure, change of business operations, and/or gross receipts that exceed the program threshold.

Please note – you shall be deemed to have had your certification lapse and will be ineligible to participate as a Minority and Woman Business Enterprise (MBE/WBE) if you fail to:

- ♦ file your No Change Affidavit within the required time period;
- ♦ provide financial or other records requested pursuant to an audit within the required time period; or
- ♦ notify the City of any changes affecting your firm's certification within 10 days of such change.



Page 2 of 2  
We're Cleaning, Inc.

OCT 22 2012  
OCT 22 2012

Further, if you or your firm is found to be involved in certification, bidding and/or contractual fraud or abuse, the City will pursue decertification and debarment. And in addition to any other penalty imposed by law, any person who knowingly obtains, or knowingly assists another in obtaining, a contract with the city by falsely representing that the individual or entity, or the individual or entity assisted, is a minority-owned business or a woman-owned business, is guilty of a misdemeanor, punishable by incarceration in the county jail for a period not to exceed six months or a fine of not less than \$5,000.00 and not more than \$10,000, or both.

Your firm's name will be listed in the City's Directory of Minority and Women-Owned Business Enterprises in the specialty area(s) of:

**NAICS Code - 561320 - Temporary help services**  
**NAICS Code - 561611 - Detective agencies**  
**NAICS Code - 561612 - Security guards and patrol services**  
**NAICS Code - 561720 - Building cleaning services, janitorial**  
**NAICS Code - 561730 - Landscaping Services**  
**NAICS Code - 561730 - Seasonal property maintenance services (i.e., snow plowing in winter, landscaping during other seasons)**  
**NAICS Code - 561790 - Other Services to Buildings and Dwellings**

Your firm's participation on City contracts will be credited only toward Minority or Woman owned Business Enterprise (MBE/WBE) goals in your area(s) of specialty. While your participation on City contracts is not limited to your specialty, credit toward goals will be given only for work done in the specialty category.

Thank you for your continued interest in the City's Minority and Women-Owned Business Enterprise (MBE/WBE) Program.

Sincerely,



Jamie L. Rhee  
Chief Procurement Officer

JLR/vlw



**Exhibit 2**

**Online Economic Disclosure Statement (EDS) and Affidavit  
Certificate of Filing**

**Instructions:**

Complete the online Economic Disclosure Statement (EDS) which includes a Disclosure of Retained Parties. Please submit an electronically signed, one page EDS Certificate of Filing which validates that the EDS has been filed. Additionally, the Municipal Code of Chicago requires the disclosure of Familial Relationships with Elected City Officials and Department Heads. The web address to submit your EDS and Familial Relationships Disclosure is: <https://webapps.cityofchicago.org/EDSWeb>.



CERTIFICATE OF FILING FOR  
CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT

EDS Number: 46162

Date of This Filing: 07/30/2013 11:34 AM

Certificate Printed on: 07/31/2013

Original Filing Date: 07/29/2013 06:41 PM

Disclosing Party: Redflex Traffic Systems, Inc Title: Director of Legislative Affairs  
Filed by: Tamara Dietrich

Matter: Automated Red Light Camera Program

Applicant: Redflex Traffic Systems, Inc

Specification #:

Contract #: 16396

The Economic Disclosure Statement referenced above has been electronically filed with the City. Please provide a copy of this Certificate of Filing to your city contact with other required documents pertaining to the Matter. For additional guidance as to when to provide this Certificate and other required documents, please follow instructions provided to you about the Matter or consult with your City contact.

A copy of the EDS may be viewed and printed by visiting <https://webapps.cityofchicago.org/EDSWeb> and entering the EDS number into the EDS Search. Prior to contract award, the filing is accessible online only to the disclosing party and the City, but is still subject to the Illinois Freedom of Information Act. The filing is visible online to the public after contract award.

**Exhibit 3**

**Insurance Certificate**



# CERTIFICATE OF LIABILITY INSURANCE

 DATE (MM/DD/YYYY)  
07/24/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER LIC #0726293 1-925-299-1112 Arthur J. Gallagher & Co. Insurance Brokers of California, Inc. 3697 Mt. Diablo Boulevard, Suite 300 Lafayette, CA 94549 Client No. REDFTRA-02		CONTACT NAME: Certificate Department PHONE (A/C No. Ext): 925-299-1112 FAX (A/C No): 925-299-0328 E-MAIL ADDRESS: sherri_jordan@AJG.COM	
INSURED Redflex Traffic Systems, Inc. 23751 N. 23rd Avenue, Suite 150 Phoenix, AZ 85085-1854		INSURER(S) AFFORDING COVERAGE INSURER A: WAUSAU UNDERWRITERS INS CO [AMBest:A,XV] 26042 INSURER B: LIBERTY INS CORP 42404 INSURER C: SAVERS PROP & CAS INS CO[AMBest: A,IX] 16551 INSURER D: INSURER E: INSURER F:	

**COVERAGES**
**CERTIFICATE NUMBER:** 34886500

**REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<b>GENERAL LIABILITY</b> <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> \$25K BI/PD DED GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC	X	X	TBJ-Z91-453980-033	04/01/13	04/01/14	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
A	<b>AUTOMOBILE LIABILITY</b> <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> COMP/COLL <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input checked="" type="checkbox"/> DED*: \$5,000	X	X	ASJ-Z91-453980-023	04/01/13	04/01/14	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ <- *HAPD Ded \$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> EXCESS LIAB <input checked="" type="checkbox"/> RETENTION \$10,000	X	X	TH7-Z91-453980-043	04/01/13	04/01/14	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000
A	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	X	N/A	WCJ-Z91-453980-073	04/01/13	04/01/14	<input checked="" type="checkbox"/> WC STATUTORY LIMITS E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
C	<b>PROFESSIONAL/CYBER LIAB.</b> (See attached Suppl. Page...)			PL 0641032	04/01/13	04/01/14	\$50K.SIR   EaCln/Agg 2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

RE: Digital Automated Red Light Enforcement Program The City of Chicago, its employees, elected officials, agents and representatives are named as additional insureds as respects operations and activities of or on behalf of the named insured performed under contract with or permit from the City of Chicago. Additional Insured applies to the following policies: General Liability and Auto Liability. The Umbrella coverage is excess follow form. A Severability of interests applies between the Additional Insureds and the Named Insured. Waiver of Subrogation applies to General Liability, Auto Liability, Workers' Compensation and Property coverage, as required by contract.  
<see attached for policy endorsement forms>

**CERTIFICATE HOLDER**
**CANCELLATION**

City of Chicago Dept. of Procurement Services City Hall, Rm. 403 121 North LaSalle Chicago, IL 60602 USA	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
---	---

© 1988-2010 ACORD CORPORATION. All rights reserved.

AGENCY CUSTOMER ID: \_\_\_\_\_

LOC #: \_\_\_\_\_

**ADDITIONAL REMARKS SCHEDULE**

Page \_\_\_\_ of \_\_\_\_

AGENCY Arthur J. Gallagher & Co. Insurance Brokers of California, Inc.		NAMED INSURED Redflex Traffic Systems, Inc.	
POLICY NUMBER		23751 N. 23rd Avenue, Suite 150	
CARRIER	NAIC CODE	Phoenix, AZ 85085-1854	
		EFFECTIVE DATE:	

**ADDITIONAL REMARKS**

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,

FORM NUMBER: \_\_\_\_\_ FORM TITLE: \_\_\_\_\_

**THIRD PARTY FIDELITY COVERAGE**

Carrier: TRAVELERS CAS &amp; SURETY CO OF AMER[A+,XV] NAIC#31194

Policy #: 105581296 | Effective: 04/01/2013 to 04/01/2014 | Limit: \$500,000 Aggregate limit for Employee Theft of Client Property | Retention: \$50,000

**PROPERTY COVERAGE**

Carrier: LIBERTY MUTUAL FIRE INS CO/LIBERTY MUTUAL INSURANCE CO. [AMBEST: A,XV] NAIC#23035

Policy #: YU2-L9L-453980-063/SFOMC10043104 | Effective: 04/01/2013 to 04/01/2014

Blanket Personal Property: \$23,260,000 | Installation-PP/PPO: \$1,000,000 | Installation / Transit: \$250,000

**SUPPLEMENT TO CERTIFICATE OF INSURANCE**DATE  
07/24/2013

NAME OF INSURED: Redflex Traffic Systems, Inc.

Additional Description of Operations/Remarks from Page 1:Additional Information:**GENERAL LIABILITY:**

- \* Separation of Insureds applies per policy form.
- \* Additional Insured if required by written contract per attached form LG3234 0907.
- \* Coverage is Primary & Non-Contributory if required by written contract per form LG3234 0907.
- \* Waiver of Subrogation if required by written contract per attached form LG3234 0907.

**AUTOMOBILE LIABILITY:**

- \* Designated Insured if required by written contract per attached form CA2048 0299.
- \* Waiver of Subrogation if required by written contract per attached form AC8407 0509 (All Other).
- \* Waiver of Subrogation if required by written contract per attached form AC8407 0110 (Florida).

**WORKERS' COMPENSATION:**

- \* Waiver of Subrogation if required by written contract per form WC04036 0484 (California).
- \* Waiver of Subrogation if required by written contract per form WC000313 484 (Other States).